

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

FEE APPLICATION COVER SHEET

Debtor: LTL Management LLC Applicant: Walsh Pizzi O'Reilly Falanga LLP
Case No.: 23-12825-MBK Client: Randi S. Ellis, FCR
Chapter: 11 Case Filed: April 4, 2023 (the "Petition Date")

SECTION I
FEE SUMMARY

☒ Combined Monthly Fee Application No. 4; and ☒ Final Fee Application

Summary of Amounts Requested for the Monthly Fee Period from August 1, 2023 through August 11, 2023 (the "Monthly Fee Period").¹

Total Fees:	\$19,793.50
Total Disbursements:	\$86.40
Total Fees Plus Disbursements:	\$19,879.90
Minus 20% Holdback of Fees:	\$0
Amount Sought at this Time:	\$19,879.90

Summary of Amounts Requested for the Final Fee Period from April 5, 2023 through August 11, 2023 (the "Final Fee Period").

	<u>FEES</u>	<u>EXPENSES</u>
Total Previous Fee Requested (April 5, 2023 – July 31, 2023):	\$538,361.40	\$30,903.88
Total Fees Requested for Monthly Fee Period (Aug. 1 – 11, 2023):	\$19,793.50	\$86.40
Total Fees Allowed to Date:	\$0.00	\$0.00
Total Retainer (If Applicable):	N/A	N/A
Total Holdback (If Applicable) (April 5, 2023 – July 31, 2023):	\$134,590.35	\$0
Total Received to Date:	\$432,506.20	\$30,008.00

¹ The Applicant respectfully requests reimbursement of expenses incurred and fees for work performed on behalf of the FCR for the period from the Petition Date through and including August 11, 2023.

SUMMARY OF TOTALS REQUESTED:

Total Fees Requested for the Final Fee Period (including fees requested for the Monthly Fee Period): \$558,154.90

Total Expenses/Disbursements Requested for the Monthly and Final Fee Period: \$30,990.28

Total Fees and Expenses/Disbursements Requested: \$589,145.18

NAME OF PROFESSIONAL & TITLE	YEAR ADMITTED (Or Years of Professional Service)	RATE	PRIOR MONTHLY HOURS (April 5, 2023 - July 31, 2023)	PRIOR MONTHLY FEES (April 5, 2023 - July 31, 2023)	AUGUST MONTHLY HOURS (Aug. 1, 2023-Aug. 11, 2023)	AUGUST MONTHLY FEES (Aug. 1, 2023-Aug. 11, 2023)
Hon. Mark Falk (Ret.), Counsel	1977	\$960.00	177.2	\$167,040.00	7.6	\$7,296.00
Liza M. Walsh, Partner	1985	\$905.00	175	\$155,252.75	1.7	\$1,538.50
Stephen V. Falanga, Partner	1992	\$695.00	245.2	\$165,271.00	10.1 (includes 2.8 hours of travel time billed at 50%)	\$6,046.50
Christine I. Gannon, Partner	2004	\$520.00	97.1	\$50,492.00	3.2	\$1,664.00
Christopher M. Hemrick, Partner	2007	\$520.00	32.5	\$16,900.00	1.9	\$988.00
Francis W. Yook, Associate	2015	\$405.00	222.7	\$90,193.50	4.4	\$1,782.00
Jessica K. Formichella, Associate	2017	\$375.00	35.5	\$13,312.50	0.1	\$37.50
Barbara E. Troyan, Paralegal	N/A	\$210.00	61.2	\$12,852.00	2.1	\$441.00
Brianna DePalma, Paralegal	N/A	\$210.00	6.4	\$294.00	0	0
Gemma Pineiro, Paralegal	N/A	\$210.00	1.4	\$1,344.00	0	0
TOTALS			1054.2	\$672,951.75	31.1	\$19,793.50

**SECTION II
SUMMARY OF SERVICES**

SERVICES RENDERED	PRIOR MONTHLY HOURS (April 5, 2023 - July 31, 2023)	PRIOR MONTHLY FEES (April 5, 2023 – July 31, 2023)	AUGUST MONTHLY HOURS (August 1, 2023-August 11, 2023)	AUGUST MONTHLY FEES (August 1, 2023-August 11, 2023)
a) Asset Analysis and Recovery: Identification and review of potential assets including causes of action and non-litigation recoveries.	1.1	\$1,056.00		
b) Asset Disposition Sales, leases, abandonment and related transaction work.				
c) Avoidance Action Litigation Preference and fraudulent transfer litigation.				
d) Business Operations Issues related to debtor-in-possession operating in chapter 11 such as employee, vendor, tenant issues and other similar problems.				
e) Case Administration Coordination and compliance activities, including preparation of statement of financial affairs, schedules, list of contracts, United States Trustee interim statements and operating reports; contacts with the United States Trustee; general creditor inquiries.	429.8	\$247,752.00	8.80	\$5,594.00
f) Claims Administration and Objections Specific claim inquiries; bar date motions; analyses, objections and allowance of claims.	1.2	\$1,152.00		

SERVICES RENDERED	PRIOR MONTHLY HOURS (April 5, 2023 - July 31, 2023)	PRIOR MONTHLY FEES (April 5, 2023 – July 31, 2023)	AUGUST MONTHLY HOURS (August 1, 2023-August 11, 2023)	AUGUST MONTHLY FEES (August 1, 2023-August 11, 2023)
g) Employee Benefits/Pensions Review issues such as severance, retention, 401K coverage and continuance of pension plan.				
h) Fee/Employment Applications Preparations of employment and fee applications for self or others; motions to Establish interim procedures.	102.80	\$49,984.00	4.30	\$2,040.50
i) Fee/Employment Objections Review of an objections to the employment and fee applications of others.	8.7	\$6,093.00		
j) Financing Matters under 361, 363 and 364 including cash collateral and secured clams; loan document analysis.				
k) Litigation Other than Avoidance Action Litigation (there should be a separate category established for each major matter).	453.20	\$337,657.00	15.20	\$11,186.00
l) Meetings of Creditors Preparing for and attending the conference of creditors, the 341(a) meeting and other creditors' committee meetings.				
m) Plan and Disclosure Statement Formulation, presentation and confirmation; compliance with the plan confirmation order, related orders and rules; disbursement and case closing activities, except those related to allowance and objections to allowance of claims.	25.5	\$14,624.50		

SERVICES RENDERED	PRIOR MONTHLY HOURS (April 5, 2023 - July 31, 2023)	PRIOR MONTHLY FEES (April 5, 2023 – July 31, 2023)	AUGUST MONTHLY HOURS (August 1, 2023-August 11, 2023)	AUGUST MONTHLY FEES (August 1, 2023-August 11, 2023)
n) Relief from Stay Proceedings Matters relating to termination or continuation of automatic stay under 362.				
o) Accounting/Auditing Activities related to maintaining and auditing books of account, preparation of financial statements and account analysis.				
p) Business Analysis Preparation and review of company business plan; development and review of strategies; preparation and review of cash flow forecasts and feasibility studies.				
q) Corporate Finance Review financial aspects of potential mergers, acquisitions and disposition of company or subsidiaries.				
r) Data Analysis Management information systems review, installation and analysis, construction, maintenance and reporting of significant case financial data, lease rejection, claims, etc.				
s) Litigation Consulting Providing consulting and expert witness services related to various bankruptcy matters such as insolvency, feasibility, avoiding actions; forensic accounting, etc.				

SERVICES RENDERED	PRIOR MONTHLY HOURS (April 5, 2023 - July 31, 2023)	PRIOR MONTHLY FEES (April 5, 2023 - July 31, 2023)	AUGUST MONTHLY HOURS (August 1, 2023-August 11, 2023)	AUGUST MONTHLY FEES (August 1, 2023-August 11, 2023)
t) Reconstruction Accounting Reconstructing books and records from past transactions and brining accounting current.				
u) Tax Issues Analysis of tax issues and preparation of state and federal tax returns.				
v) Valuation Appraise or review appraisals of assets.	.8	\$416.00		
w) Travel Time Please note that non-working travel time must be billed at 50% of cost.	31.10	\$14,217.25	2.80	\$973.00
SERVICE TOTALS:	1054.20	\$672,951.75	31.10	\$19,793.50
TOTALS OF PRIOR MONTHLY AND AUGUST MONTHLY FEES:	\$692,745.25			
TOTALS OF PRIOR MONTHLY AND AUGUST MONTHLY HOURS:	1,085.0			

SECTION III SUMMARY OF DISBURSEMENTS

DISBURSEMENTS	AMOUNT (April 5, 2023-July 31, 2023)	AMOUNT (August 1, 2023-August 11, 2023)
a) Filing Fees Payable to Clerk of Court.		

DISBURSEMENTS	AMOUNT (April 5, 2023-July 31, 2023)	AMOUNT (August 1, 2023-August 11, 2023)
b) Computer Assisted Legal Research Westlaw, Lexis and a description of manner calculated.		
c) Pacer Fees Payable to the Pacer Service Center for search and/or print.	\$1,829.00	
d) Fax Include per page fee charged.		
e) Case Specific Telephone/Conference Call Charges Exclusive of overhead charges.		
f) In-house Reproduction Services Exclusive of overhead charges.	\$97.60	
g) Outside Reproduction Services Including scanning services.		
h) Other Research Title searches, UCC searches, Asset searches, Accurint.		
i) Court Reporting Transcripts.	\$3,298.80	\$86.40
j) Travel Mileage, tolls, airfare, parking.	\$402.48	
k) Courier & Express Carriers Overnight and personal delivery.		
l) Postage		
m) Other (specify) Discovery data services	\$25,276.00	

DISBURSEMENTS	AMOUNT (April 5, 2023-July 31, 2023)	AMOUNT (August 1, 2023-August 11, 2023)
DISBURSEMENTS TOTALS:	\$30,903.88	\$86.40
DISBURSEMENT TOTAL:	\$30,990.28	

I certify under penalty of perjury that the foregoing is true correct.

Executed on August 17, 2023

s/Mark Falk

Mark Falk

Mark Falk
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*Counsel for Randi S. Ellis, Legal
Representative for Future Talc Claimants*

**IN THE UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

In re:

LTL MANAGEMENT LLC,

Debtor.

Chapter 11

Case No. 23- 12825

Honorable Michael B. Kaplan

**COMBINED MONTHLY AND FINAL APPLICATION OF WALSH PIZZI O'REILLY
FALANGA LLP AS COUNSEL FOR RANDI S. ELLIS, LEGAL REPRESENTATIVE
FOR FUTURE TALC CLAIMANTS, FOR THE PERIOD
APRIL 5, 2023 THROUGH AUGUST 11, 2023**

Walsh Pizzi O'Reilly Falanga LLP ("Walsh") submits this Combined Monthly and Final Application for Services Rendered and Expenses Incurred as Counsel for Randi S. Ellis, Legal Representative for Future Talc Claimants (the "Application") for the period commencing April 5, 2023 and ending August 11, 2023 (the "Application Period"), pursuant to the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Retained Professionals* [Dkt. No. 562] (the "Interim Compensation Order"), and the *Order (I) Dismissing Debtor's Chapter 11 Petition pursuant to 11 U.S.C. § 1112(b); (II) Establishing Procedures with Respect to Requests for Compensation; and (III) Granting Related Relief* [Dkt. No. 1211] (the "Dismissal Order"). By this Application Walsh seeks allowance and payment of compensation in the amount of \$672,951.75 for services rendered by Walsh during the period from April 5, 2023 through

August 11, 2023 (the “Final Fee Period”), which includes final allowance and payment of compensation for fees and disbursements totaling \$19,879.90 during the monthly compensation period from August 1, 2023 through August 11, 2023 (the “Monthly Fee Period”). In support of the Application, Walsh respectfully represents as follows:

BACKGROUND

1. On April 4, 2023 (the “Petition Date”), the Debtor filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”), commencing the above-captioned chapter 11 case (the “Chapter 11 Case”) in the United States Bankruptcy Court for the District of New Jersey.

2. On May 18, 2022, the Bankruptcy Court entered an Order Appointing Randi S. Ellis as Legal Representative for Future Talc Claimants [Dkt. No. 551], effective as of April 10, 2023 (the “Appointing Order”). The Appointing Order explicitly provided that the FCR “shall be a party in interest in this chapter 11 case and shall have standing under section 1109(b) of the Bankruptcy Code to be heard on any issue in this case in the Bankruptcy Court, the District Court, or any other court affecting the rights of Future Talc Claimants.” (*Id.* p. 4, ¶ 3).

3. On June 5, 2023, this Court entered an *Order Authorizing Retention of Walsh Pizzi O'Reilly Falanga LLP as Counsel for Randi S. Ellis, FCR* (ECF No. 690). A true copy of the Walsh Retention Order is attached hereto as **Exhibit A**.

4. Pursuant to the Interim Compensation Order, professionals, as directed therein, shall file with the Court and serve monthly fee statements no later than 30 days after the end of the month for which the fees are sought. If there are no objections to a monthly fee statement, then the professionals are entitled to payment in the amount of eighty percent (80%) of the fees and one hundred percent (100%) of the expenses requested in the monthly fee statement.

5. In accordance with the procedures prescribed in the Interim Compensation Order, Walsh has filed and served monthly fee statements (the “Monthly Fee Statements”) during the Monthly Fee Period. Copies of the Walsh Monthly Fee Statements as well as Walsh August Invoice are attached hereto as **Exhibit B**.

6. Specifically, on June 16, 2023, Walsh filed and served its first monthly fee statement (the “First Monthly Fee Statement”) requesting payment of fees in the amount of \$217,082.20 (\$271,352.75 less 20% holdback of \$54,270.55) and reimbursement of expenses in the amount of \$1,977.10 incurred for the period of April 5, 2023 through May 31, 2023 (ECF No. 805; 806). No objections were filed to the First Monthly Fee Statement and the corresponding Certificate of No Objection was filed on July 1, 2023. (ECF No. 975).

7. On July 14, 2023, Walsh filed and served its second monthly fee statement (the “Second Monthly Fee Statement”) requesting payment of fees in the amount of \$215,424.00 (\$269,280.00 less 20% holdback of \$53,856.00) and reimbursement of expenses in the amount of \$28,030.90 incurred for the period of June 1, 2023 through June 3, 2023 (ECF No. 1030; 1031). No objections were filed to the Second Monthly Fee Statement and the corresponding Certificate of No Objection was filed on July 29, 2023. (ECF No. 1129).

8. On August 14, 2023, Walsh filed and served its third monthly fee statement (the “Third Monthly Fee Statement”) requesting payment of fees in the amount of \$105,855.20 (\$132,319.00 less 20% holdback of \$26,463.80) and reimbursement of expenses in the amount of \$895.88 incurred for the period of July 1, 2023 through July 31, 2022 (ECF No. 1227; 1228). The deadline to object to the Third Monthly fee Statement is August 28, 2023.

9. With each of the above referenced Monthly Fee Statements Walsh submitted as an exhibit its monthly billing invoice that detailed the services performed on behalf of the FCR, as

well as a detailed breakdown of all out-of-pocket disbursements necessarily incurred by Walsh for the statement period. *See **Exhibit B***.

10. For the above referenced Monthly Fee Statements, as of the date of this Application, Walsh has received payment for fees in the amount of \$432,506.20 and payment for expenses in the amount of \$30,008.00.

11. A summary of the Walsh Monthly Fee Statements is reflected below:

Date Filed	Fees	Less 20% Holdback	Monthly Fee Payment Received	Expense Reimbursement (100%)
June 16, 2023 (April-May Invoice)	\$271,352.75	\$54,270.55	\$217,082.20	\$1,977.10
July 14, 2022 (June Invoice)	\$269,280.00	\$53,856.00	\$215,424.00	\$28,030.90
August 14, 2022 (July Invoice)	\$132,319.00	\$26,463.80	\$0	\$895.88 (pending)
	Total Fees: \$672,951.75	Total Holdback: \$134,590.35	Total Monthly Fee Payments Received: \$432,506.20	Total Expenses: \$30,903.88

12. In addition to the above, through this application Walsh seeks final allowance and payment of compensation for fees totaling \$19,793.50 for services rendered by Walsh, as well as disbursements totaling \$86.40, for a combined total of \$19,879.90, for the Monthly Fee Period.

13. In accordance with the Interim Compensation Order and the Dismissal Order, Walsh seeks: allowance and payment of compensation in the amount of \$723,735.53 for services rendered by Walsh during the period from April 5, 2023 through August 11, 2023, which includes allowance and payment of compensation in the amount of \$19,793.50 for services rendered by Walsh, as well as expenses in the amount of \$86.40 incurred by Walsh, during the Monthly Compensation Period from August 1, 2023 through August 11, 2023.

**SUMMARY OF SERVICES RENDERED AND EXPENSES INCURRED
DURING THE FINAL FEE PERIOD (INCLUDING THE MONTHLY FEE
PERIOD)**

14. As set forth in the Application cover sheet submitted herewith, Walsh rendered a total of 1,085.3 hours of professional services during the Application Period, for which it seeks compensation of \$692,745.25, and incurred \$30,990.28 in out-of-pocket expenses which were actual, necessary expenses in connection with rendering the professional services described herein. The blended hourly rate charged herein is \$501.00, which Walsh believes is fair and reasonable in light of the nature of the services rendered and the expertise of the professionals rendering such services.

15. As described further below, during the Application Period, Walsh provided significant counseling to the FCR in all aspects of the bankruptcy case, appeal of the FCR's appointment, mediation, and related mass-tort issues. Given the nature and complexity of the issues at hand, Walsh submits that the services provided were necessary, reasonable, and appropriate under the circumstances and beneficial to the bankruptcy estate and these proceedings to protect the rights and fulfill the obligations of the FCR at the time the services were rendered.

16. Walsh performed a variety of functions as counsel for the FCR, including, without limitation: 1) monitoring and summarizing filings, including pleadings and briefing, on a daily basis for the FCR both in the bankruptcy proceedings, including the extensive proceedings related to the Motion to Dismiss, appeals to the District Court including the appeal of the FCR's appointment and the injunction appeal; 2) analyzing various pleadings and other documents related to the bankruptcy case, including the Motion to Dismiss, all forms of Debtor's proposed plan and distribution procedures, and the appeals; 3) reviewing pleadings from adversary proceedings; 4) analysis of the funding agreement and related transaction documents; 5) assisting with the identification and engagement of experts on behalf of the FCR; 6) reviewing fact and expert

materials relevant to the work to be performed by the FCR on behalf of future claimants including concerning estimation and related presentations; 7) researching and analyzing issues related to potential talc liability, indemnification, and estimation of future claimants; 8) analyzing potential forms of bankruptcy plans and future trusts and related proposals; 9) providing counseling to FCR concerning all aspects of the bankruptcy proceedings, related appeals, and mediation. This summary is intended only to highlight certain services in which Walsh devoted substantial time and attention on behalf of the FCR during the Application Period. Detailed descriptions of all services rendered, and expenses incurred during the Application Period are included in the Monthly Fee Statements and are incorporated herein by reference as if fully set forth in their entirety.

17. In particular, Walsh conducted research and prepared work product concerning, among other things, 1) strategic issues and counseling related to estimation and valuation; 2) the FCR's appointment and related appeal to the District Court, and motion to disqualify the FCR; 3) the bankruptcy filing and all motions and filings including the Motion to Dismiss; 4) Debtor's proposed plan and trust distribution procedures, including all revisions and amendments, and plan concepts and potential structure and exclusivity issues, 5) insurance assets and related issues; 6) potential forms of a mediated settlement, 7) claims, settlement and other valuation data, and other potential discovery issues; 8) related confidentiality issues; and 9) identification and engagement of experts on behalf of the FCR.

18. Walsh was also involved in regular in person and telephone conferences, meetings, and presentations, with FCR and her experts, the Debtor, the TCC, the Office of the United States Trustee and the Mediators.

19. Walsh was also involved in regular in person and telephone conferences, meetings and presentations, with FCAR and her experts, the Debtor, the TCC, the Office of the United States Trustee, and the Mediators. As mentioned above, Walsh continued to be engaged in significant work to identify, vet, and retain on behalf of the FCR expert professionals to provide, among other things, talc liability valuation and estimation forecasting services, and services related to the financial analysis of future ovarian cancer and mesothelioma claims, as well as the preparation of the related applications for retention of talc liability valuation experts filed with the Court. This work involved significant research and communications with the FCR, potential expert professionals, as well as various interested parties both inside and outside of the bankruptcy proceedings.

20. Finally, Walsh coordinated, prepared, and filed all Monthly Fee Statements for Walsh and the FCR. Walsh also coordinated with and assisted the FCR's estimation expert, EconONE Research, Inc.'s ("Econ One"), with the preparation and filing of its Monthly Fee Statement for the June/July fee period.

21. In sum, during the Application Period, Walsh provided significant professional services to the FCR solely in connection with this Chapter 11 Case and on behalf of the FCR in accordance with Walsh's professional responsibilities and the terms of the Order Authorizing Retention of Walsh Pizzi O'Reilly Falanga LLP as Counsel for Randi S. Ellis, FCR. Walsh respectfully submits that the services performed were necessary to the administration of this Chapter 11 Case and were beneficial when the services were rendered. All services were performed within a reasonable amount of time commensurate with the complexity, importance and nature of the problem, issue or task addressed.

22. In addition to the foregoing, Walsh incurred out-of-pocket expenses during the Application Period in the amount of \$30,990.28 which were “actual, necessary expenses” in connection with rendering the professional services described above pursuant to section 330(a)(1)(B) of the Bankruptcy Code. A detailed list of the expenses Walsh has incurred in the course of its representation of the FCR during the Application Period is summarized on **Exhibit C**, attached hereto and made a part hereof. Such expenses include, but are not limited to, transportation, parking, and meal expenses related to mediation and court hearings, transcripts of court proceedings, fees for court filings, and discovery data services. Walsh has made every effort to minimize the expenses in this matter.

23. Walsh submits that the compensation sought herein is reasonable within the meaning of sections 330 and 331 of the Bankruptcy Code. Walsh respectfully submits that it rendered all the professional services for which compensation is requested in connection with the Debtor’s Chapter 11 case in furtherance of Walsh’s professional responsibilities as attorneys for the FCR and that all such professional services rendered were reasonable and necessary.

24. The FCR was provided with copies of the instant Application and the FCR has since reviewed and approved same for filing.

25. Walsh, by experience, training and ability, was fully qualified to perform the services for which compensation is presently sought. Walsh represents or holds no undisclosed interest adverse to the Estate with respect to the matters upon which it is engaged.

26. No agreement or understanding exists between Walsh and any other entity for the sharing of compensation to be received for services rendered in or in connection with this chapter 11 case.

CERTIFICATION OF COUNSEL

27. A Certification of Counsel is attached hereto as **Exhibit D**.

RELIEF REQUESTED AND CONCLUSION

WHEREFORE, for all of the foregoing reasons, pursuant to sections 328, 330, and 331 of the Bankruptcy Code, Walsh respectfully requests (i) allowance of compensation for professional services rendered as counsel to the FCR during the Application Period in the amount of \$692,745.25; (ii) reimbursement of actual and necessary expenses incurred by Walsh during the Application Period in the amount of \$30,990.28; and (iii) payment of the total outstanding fees and expenses due to Walsh for the Application Period in the amount of \$261,221.33; and (iv) such other and further relief as this Court deems just and proper.

Dated: August 17, 2023

Respectfully submitted,

s/Mark Falk

Mark Falk

WALSH PIZZI O'REILLY FALANGA LLP

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Counsel for Randi S. Ellis, Legal

Representative for Future Talc Claimants

EXHIBIT A

Retention Order

EXHIBIT B

Appointment Order

EXHIBIT C

Walsh Time and Expense Invoice